

AMERICAN TOWER CORP /MA/  
 Form 5  
 February 14, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[ ] Form 3 Holdings Reported                  [ ] Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Gearon, J. Michael</b></p> <hr/> <p>(Last) (First) (Middle)  <b>116 Huntington Avenue</b></p> <hr/> <p>(Street)  <b>Boston, MA 02116</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>American Tower Corporation (AMT)</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____  <input type="checkbox"/> 10% Owner _____  <input checked="" type="checkbox"/> Officer _____                  Other _____</p> <p>Officer/Other Description <b>President of American Tower International, Inc.: Vice Chairman</b></p>
	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>December 31, 2002</b></p>
		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>
		<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing</p>

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount   A/D   Price			
Class A Common Stock	12/18/2002		G (1)	102,696   D 		I	By Partnership
Class A Common Stock	12/30/2002		G (1)	378,214   D 	1,431,345	I	By Partnership
Class A Common Stock					727,443	D	
Class A Common Stock					40,000	I	By Partnership (separate)

If the form is filed by more than one reporting person, see instruction 4(b)(v). Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(over)  
 SEC 2270 (7-02)

**Gearon, J. Michael - December 31, 2002**

**Form 5 (continued)**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
						(DE)   (ED)					

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ J. Michael Gearon -  
02-11-2003

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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**Form 5 (continued)**

<p><b>FOOTNOTE Descriptions for American Tower Corporation (AMT)</b></p> <p>Form 5 - December 2002</p> <p><b>J. Michael Gearon</b> <b>116 Huntington Avenue</b> <b>Boston, MA 02116</b></p> <hr/> <p><b>Explanation of responses:</b></p> <p><b>(1) This report is being filed to report gifts of an aggregate of 480,910 shares of Class A Common Stock by an affiliated entity of the reporting person.</b></p>
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